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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**SEARS HOLDINGS CORPORATION, *et al.*,**

**Debtors.**

**Chapter 11**

**Case No. 18-23538 (RDD)**

**(Jointly Administered)**

**AMENDED NOTICE OF RECLAMATION DEMAND OF WHITMOR, INC.**

PLEASE TAKE NOTICE, that Whitmor, Inc. (“Whitmor”), by and through its undersigned counsel, hereby gives notice (the “Notice”), pursuant to 11 U.S.C. §§ 546(c), 503, 507 and other applicable law, including Section 2-702 of the Uniform Commercial Code, that it has served the attached amended reclamation demand letter (and supporting documentation) (the “Reclamation Demand”) on the debtors in the above-captioned case (the “Debtors”), with respect to the goods as further detailed in the Reclamation Demand and the invoices attached thereto (the “Goods”). A copy of the Reclamation Demand is attached hereto as **Exhibit A**.

As detailed in the Reclamation Demand, the Goods were sold by Whitmor in the ordinary course of business to the Debtors, specifically Sears Holdings Corporation and Kmart Corporation, and received by the Debtors during the forty-five (45) days prior to the commencement of the Debtors’ chapter 11 cases on October 15, 2018 (the “Petition Date”) while the Debtors were insolvent. Upon information and belief, the Goods remain in the Debtors’ possession as of the date of the Reclamation Demand. The Goods are valued at least at \$107,903.34.

PLEASE TAKE FURTHER NOTICE that the filing of this Notice is not intended to constitute an election of remedies or to waive any of Whitmor's rights under title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (as amended), or applicable bankruptcy law. Whitmor hereby expressly reserves all rights and remedies under applicable law, including, without limitation, its rights (i) to be paid in the ordinary course of business as a post-petition creditor of the Debtors to the extent the Goods were delivered to the Debtors on or after October 15, 2018; (ii) of setoff and recoupment; (iii) to assert and file an administrative claim pursuant to 11 U.S.C. § 503(b)(9) and a proof of claim; (iv) to amend, correct, supplement or modify this Notice, or the Reclamation Demand, as necessary, and (v) to assert any other rights under applicable law.

Dated: November 3, 2018

Respectfully submitted

/s/ Erika R. Barnes

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